

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MELVYN KLEIN, derivatively on behalf of CURO
GROUP HOLDINGS CORP.,

Plaintiff,

v.

DONALD F. GAYHARDT, CHRIS MASTO, DOUG
RIPPEL, DALE E. WILLIAMS, DAVID M.
KIRCHHEIMER, MIKE MCKNIGHT, ELIZABETH
WEBSTER, CHAD FAULKNER, ANDREW
FRAWLEY, GILLIAN VAN SCHAICK, KAREN
WINTERHOF, WILLIAM BAKER, AND ROGER
W. DEAN,

Defendants,

- and -

CURO GROUP HOLDINGS CORP.,

Nominal Defendant.

Case No. 1:20-cv-00851-LPS

JOHN WATT, derivatively on behalf of CURO
GROUP HOLDINGS CORP.,

Plaintiff,

v.

DON GAYHARDT, DAVID M. KIRCHHEIMER,
CHRIS MASTO, MIKE MCKNIGHT, DOUG
RIPPEL, DALE E. WILLIAMS, KAREN
WINTERHOF, WILLIAM BAKER, ROGER W.
DEAN, FRIEDMAN FLEISCHER & LOWE
CAPITAL PARTNERS II, L.P., FFL EXECUTIVE
PARTNERS II, L.P., AND FFL PARALLEL FUND
II, L.P.,

Defendants,

- and -

CURO GROUP HOLDINGS CORP.,

Nominal Defendant.

Case No. 1:20-cv-00904-LPS

PATRICK AYERS, derivatively on behalf of CURO
GROUP HOLDINGS CORP.,

Plaintiff,

v.

CHAD FAULKNER, ANDREW FRAWLEY, DON
GAYHARDT, DAVID M. MCKNIGHT, DOUG
RIPPEL, DALE E. KIRCHHEIMER, CHRIS
MASTO, MIKE WILLIAMS, KAREN
WINTERHOF, WILLIAM BAKER, ROGER W.
DEAN, FRIEDMAN FLEISCHER & LOWE
CAPITAL PARTNERS II, L.P., FFL EXECUTIVE
PARTNERS II, L.P., and FFL PARALLEL FUND II,
L.P.,

Defendants,

- and -

CURO GROUP HOLDINGS CORP.,

Nominal Defendant.

Case No. 1:20-cv-00954-LPS

**JOINT STIPULATION AND [PROPOSED] ORDER
CONSOLIDATING RELATED STOCKHOLDER DERIVATIVE ACTIONS
AND ESTABLISHING A LEADERSHIP STRUCTURE**

WHEREAS, on June 25, 2020, plaintiff Melvyn Klein (“Klein”) filed a stockholder derivative action on behalf of nominal defendant CURO Group Holdings Corp. (“CURO” or the “Company”) in this Court captioned *Klein v. Gayhardt et al.*, Case No. 1:20-cv-00851-LPS (the “*Klein Action*”);

WHEREAS, on July 2, 2020, plaintiff John Watt (“Watt”) filed a substantially similar stockholder derivative action on behalf of nominal defendant CURO in this Court, captioned *Watt v. Gayhardt et al.*, 1:20-cv-00904-LPS (the “*Watt Action*”);

WHEREAS, on July 17, 2020, plaintiff Patrick Ayers (“Ayers,” and together with Klein and Watt, “Plaintiffs”) filed a substantially similar stockholder derivative action on behalf of

nominal defendant CURO in this Court, captioned *Ayers v. Faulkner et al.*, Case No. 1:20-cv-00954-LPS (the “*Ayers* Action,” and together with the *Klein* Action and the *Watt* Action, the “Related Derivative Actions”);

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Related Derivative Actions challenge substantially the same alleged conduct by substantially similar defendants, and involve substantially similar questions of law and fact;

WHEREAS, the parties therefore respectfully submit that consolidation of the Related Derivative Actions is appropriate;

WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the Court’s and nominal defendant CURO’s resources, the parties agree that the Related Derivative Actions should be consolidated for all purposes, including pretrial proceedings and trial, into a single consolidated action;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, the Plaintiffs agree that Gainey McKenna & Egleston (“GME”) and Shuman, Glenn & Stecker (“SGS”), the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing Plaintiffs in the consolidated action;

WHEREAS, within 30 days of the Court granting this proposed order, the parties will meet and confer to determine an appropriate schedule for the consolidated derivative action;

WHEREAS, the Plaintiffs also agree that Rigrodsky & Long, P.A. and O’Kelly & Ernst,

LLC shall be designated Co-Liaison Counsel representing Plaintiffs in the consolidated action¹;

WHEREAS, the Counsel for defendants are authorized to and hereby accept service of the complaints filed in the Related Derivative Actions on behalf of the defendants without waiver of any available defenses (other than improper service); and

NOW THEREFORE, the parties, by and through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The following actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No. 1:20-cv-00851-LPS (the “Consolidated Action”), pursuant to Federal Rule of Civil Procedure 42(a):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Klein v. Gayhardt et al.</i>	1:20-cv-00851-LPS	June 25, 2020
<i>Watt v. Gayhardt et al.</i>	1:20-cv-00904-LPS	July 2, 2020
<i>Ayers v. Faulkner et al.</i>	1:20-cv-00954-LPS	July 17, 2020

2. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE CURO GROUP HOLDINGS CORP.
DERIVATIVE LITIGATION

Lead Case No. 1:20-cv-00851-LPS

3. All papers filed in connection with the Consolidated Action will be maintained in

¹ Defendants take no position as to the appointment of Plaintiffs’ Co-Lead Counsel and Liaison Counsel.

one file under Lead Case No. 1:20-cv-00851-LPS.

4. This Stipulation is without prejudice to any and all defenses the defendants may assert in this or any of the above-referenced actions and without prejudice to any and all claims Plaintiffs may assert.

NOW THEREFORE, Plaintiffs, through their undersigned counsel, hereby respectfully request that the Court enter an order as follows:

1. Co-Lead Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

GAINEY MCKENNA & EGLESTON

Gregory M. Egleston
Thomas J. McKenna
Robert J. Schupler
501 Fifth Avenue, 19th Floor
New York, NY 10017
(212) 983-1300
gegleston@gme-law.com
tjmckenna@gme-law.com
rschupler@gme-law.com

SHUMAN, GLENN & STECKER

Kip B. Shuman
100 Pine Street, Suite 1250
San Francisco, CA 94111
(303) 861-3003
kip@shumanlawfirm.com

Rusty E. Glenn
600 17th Street, Suite 2800 South
Denver, CO 80202
(303) 861-3003
rusty@shumanlawfirm.com

Brett D. Stecker
326 W. Lancaster Avenue
Ardmore, PA 19003
(303) 861-3003
brett@shumanlawfirm.com

2. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for Plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

3. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any Plaintiffs except through Co-Lead Counsel.

4. Co-Liaison Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

RIGRODSKY & LONG, P.A.

Seth D. Rigrodsky (No. 3147)
Brian D. Long (No. 4347)
Gina M. Serra (No. 5387)
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
(302) 295-5310
sdr@rl-legal.com
bdl@rl-legal.com
gms@rl-legal.com

O'KELLY & ERNST, LLC

Ryan M. Ernst (No. 4788)
824 N. Market Street, Suite 1001A
Wilmington, DE 19801
(302) 778-4000
rernst@oelegal.com

5. Plaintiffs' Co-Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Co-Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

6. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all Plaintiffs.

7. This Order shall apply to each derivative case arising out of the same, or substantially the same, transactions or events as the Consolidated Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a derivative case that properly belongs as part of *In re CURO Group Holdings Corp. Derivative Litigation*, Lead Case No. 1:20-cv-00851-LPS, is hereafter filed in this Court, reassigned to this Court, or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the Clerk of the Court the filing, reassignment, or transfer of any derivative case that might properly be consolidated as part of *In re CURO Group Holdings Corp. Derivative Litigation*, Lead Case No. 1:20-cv-00851-LPS, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this order.

8. Defendants shall have no obligation to respond to any of the individual complaints in any of the Related Derivative Actions until such time as the Parties agree to an appropriate schedule in the Consolidated Action.

STIPULATED TO AND APPROVED BY:

Dated: August 5, 2020

O'KELLY & ERNST, LLC

/s/ Ryan M. Ernst
Ryan M. Ernst (#4788)
824 N. Market Street, Suite 1001A
Wilmington, DE 19801
(302) 778-4000
rernst@oelegal.com

*Counsel for Plaintiff Melvyn Klein and
[Proposed] Co-Liaison Counsel for
Plaintiffs*

GAINEY McKENNA & EGLESTON

Gregory M. Egleston
Thomas J. McKenna
Robert J. Schupler
501 Fifth Avenue, 19th Floor
New York, NY 10017
(212) 983-1300
gegleston@gme-law.com
tjmckenna@gme-law.com
rschupler@gme-law.com

*Counsel for Plaintiff Melvyn Klein and
[Proposed] Co-Lead Counsel for
Plaintiffs*

RIGRODSKY & LONG, P.A.

/s/ Gina M. Serra
Seth D. Rigrotsky (#3147)
Brian D. Long (#4347)
Gina M. Serra (#5387)
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
(302) 295-5310
sdr@rl-legal.com
bdl@rl-legal.com
gms@rl-legal.com

*Counsel for Plaintiffs John Watt and
Patrick Ayers and [Proposed] Co-
Liaison Counsel for Plaintiffs*

SHUMAN, GLENN & STECKER

Kip B. Shuman
100 Pine Street, Ste. 1250
San Francisco, CA 94111
(303) 861-3003
kip@shumanlawfirm.com

Rusty E. Glenn
600 17th Street, Suite 2800 South
Denver, CO 80202
(303) 861-3003
rusty@shumanlawfirm.com

Brett D. Stecker
326 W. Lancaster Avenue
Ardmore, PA 19003
(303) 861-3003
brett@shumanlawfirm.com

*Counsel for Plaintiff John Watt and
[Proposed] Co-Lead Counsel for
Plaintiffs*

**TROUTMAN PEPPER HAMILTON
SANDERS LLP**

/s/ Joanna J. Cline
Joanna J. Cline (#5873)
Christopher B. Chuff (#5729)
Hercules Plaza
1313 N. Market Street
P.O. Box 1709
Wilmington, DE 19899-1709
(302) 777-6500
Joanna.Cline@troutman.com
Christopher.Chuff@troutman.com

Robert L. Hickok
3000 Two Logan Square
Eighteenth & Arch Streets
Philadelphia, PA 19103-2799
(215) 981-4583
Robert.Hickok@troutman.com

BERKOWITZ OLIVER LLP
Anthony J. Durone
2600 Grand Boulevard, Suite 1200
Kansas City, MO 64108
Direct: 816-627-0217
Fax: 816-561-1888
adurone@berkowitzoliver.com

Counsel for Defendants

IT IS SO ORDERED:

Dated: _____

Leonard P. Stark
United States District Judge